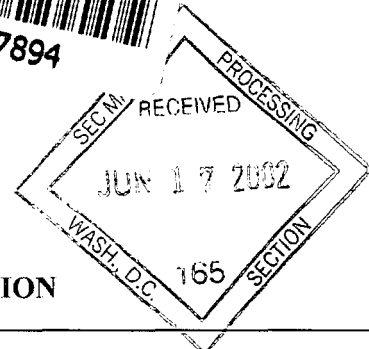


FORM D

1003891

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

Name of Offering () check if this is an amendment and name has changed, and indicate change.)

Common Stock Offering

Filing Under (Check box(es) that apply): ☒ Rule 504 ☐ Rule 505 ☐ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer () check if this is an amendment and name has changed, and indicate change.)

United Feeds, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

322 S. Main Street, Suite 200, Sheridan, IN 46069 (317) 758-4495

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

(if different from Executive Offices) **Same**

Brief Description of Business:

livestock feed and nutrition services; grain merchandising and warehouse services; pork production operations

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated
October 1956

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: **IN**
(CN for Canada; FN for other foreign jurisdiction)

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

PROCESSED

JUL 17 2002

**THOMSON
FINANCIAL**

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A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Campbell, Roger G.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Corbett, John M.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Crabb, Ellen S.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Crosby, David L.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hurd, Tom W.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Johnston, L. Wilbert

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

McGraw, John L.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Metzger, William R.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Meyer, Virgil J., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Moser, Ronny L.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Orr, Donald E., Jr.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Parkins, Garold S.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Personett, Alan D.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Stickler, Michael J.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Swisher, John B.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Thomas, Howard D., II

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Wallace, Chris G.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Webel, Douglas M.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director/Manager ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Zehr, Roger L.

Business or Residence Address (Number and Street, City, State, Zip Code)

United Feeds, Inc., 4310 St. Rd. 38 West, P.O. Box 108, Sheridan, IN 46069

B. INFORMATION ABOUT OFFERING

- | | | |
|---|-----|---------|
| | Yes | No |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering
Answer also in Appendix, Column 2, if filing under ULOE. | [X] | [] |
| 2. What is the minimum investment that will be accepted from any individual? | | \$51.40 |
| 3. Does the offering permit joint ownership of a single unit? | [X] | [] |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Not applicable

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity.....	\$ <u>1,000,000</u>	\$ <u>774,855</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests	\$ <u>0</u>	\$ <u>0</u>
Other (Specify)	\$ <u>0</u>	\$ <u>0</u>
Total	\$ <u>1,000,000</u>	\$ <u>774,855</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amount of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>0</u>	\$ <u>0</u>
Non-accredited Investors	<u>66</u>	\$ <u>774,855</u>
Total (for filings under Rule 504 only)	<u>66</u>	\$ <u>774,855</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ <u>0</u>
Regulation A	_____	\$ <u>0</u>
Rule 504	_____	\$ <u>0</u>
Total	_____	\$ <u>0</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 5,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ 0
Other Expenses (identify)	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 5,000

- b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ☒ \$ 769,855

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 769,855
Other (specify):	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Column Totals	<input type="checkbox"/> \$ 0	<input checked="" type="checkbox"/> \$ 769,855
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 769,855	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) United Feeds, Inc.	Signature <i>Howard D. Thomas II</i>	Date <i>June 10, 2002</i>
Name of Signer (Print or Type) Howard D. Thomas II	Title of Signer (Print or Type) Executive Vice President and Chief Financial Officer	

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? N/A [] Yes [] No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Name of Signer (Print or Type)	Title of Signer (Print or Type)	

APPENDIX

1		2		3	4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ										
AR										
CA										
CO										
CT										
DE										
DC										
FL										
GA										
HI										
ID										
IL										
IN										
IA										
KS										
KY										
LA										
ME										
MD										
MA										
MI										
MN										
MS										
MO										
MT										
NE										
NV										

APPENDIX

1		2		3	4				5	
		Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NH										
NJ										
NM										
NY										
NC										
ND										
OH										
OK										
OR										
PA										
RI										
SC										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
WV										
WI										
WY										
PR										